

??UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
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DELPHI CORPORATION, *et al.*, : Case No. 05-44481 (RDD)
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Debtors. : (Jointly Administered)
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**ORDER UNDER 11 U.S.C. § 107(b) AND
FED. R. BANKR. P. 9018 AUTHORIZING
DEBTORS TO FILE (I) A REDACTED COPY OF OEM
RECEIVER PRODUCTION, MARKETING AND LICENSE AGREEMENT
WITH THEIR RESPONSE AND (II) AN UNREDACTED COPY UNDER SEAL**

Upon the application, dated July 20, 2009 (the "Application"), of Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"), for an order (this "Order") under 11 U.S.C. § 107(b) and Fed. R. Bankr. P. 9018 authorizing the Debtors to file (i) a redacted copy of the OEM Receiver Production, Marketing and License Agreement between the Debtors and XM Satellite Radio Inc. with their Response,¹ and (ii) an unredacted copy of the Agreement under seal; and it appearing that pursuant to Fed. R. Bankr. P. 9018 no notice of the relief requested in the Application need be provided; and this Court having determined that the relief requested in the Application is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and after due deliberation thereon and good and

¹ Capitalized terms not defined herein shall have the meaning ascribed to them in the Application.

sufficient cause appearing therefor,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Application is GRANTED.

2. Pursuant to 11 U.S.C. § 107(b) and Fed. R. Bankr. P. 9018, Delphi is authorized to file a redacted copy of the Agreement with their Response and an unredacted copy of the Agreement under seal; an unredacted copy of the Agreement also shall be provided to chambers with the Debtors' Response.

3. The Agreement shall remain confidential, be filed under seal, and shall be served on and made available, upon request, only to: (a) the United States Trustee; (b) counsel to the statutory committees; and (c) such other parties as ordered by this Court.

4. Except as otherwise agreed to by the Debtors and XM, any pleadings filed by a third party in these cases that reference or disclose any of the information contained in the Agreement shall be filed under seal and served only on those parties authorized to receive the Agreement as provided for in paragraph 3 of this Order.

5. This Court retains jurisdiction to enforce this Order and the confidentiality of the Agreement and the sensitive information contained therein, including the authority to impose sanctions upon any person or entity that violates this Order.

Dated: New York, New York
July 21, 2009

/s/ Robert D. Drain
HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE